

Exhibit F

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
BROWNSVILLE DIVISION

**SPACE EXPLORATION
TECHNOLOGIES CORP.,**

Plaintiff,

v.

**NATIONAL LABOR RELATIONS
BOARD, a federal administrative agency,
JENNIFER ABRUZZO, in her official
capacity as the General Counsel of the
National Labor Relations Board, LAUREN
M. McFERRAN, in her official capacity as
the Chairman of the National Labor
Relations Board, MARVIN E. KAPLAN,
GWYNNE A. WILCOX, and DAVID M.
PROUTY, in their official capacities as
Board Members of the National Labor
Relations Board, and JOHN DOE in his
official capacity as an Administrative Law
Judge of the National Labor Relations
Board,**

Defendants.

Civil Action No. 1:24-cv-00001

**DECLARATION OF MATTHEW A. HARPER IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO MOTION TO TRANSFER**

Pursuant to 28 U.S.C. § 1746, I, Matthew A. Harper, declare as follows:

1. I am an attorney in Morgan, Lewis, and Bockius LLP's Houston, Texas office and represent Plaintiff Space Exploration Technologies Corp. ("SpaceX") in the administrative proceeding before the National Labor Relations Board and related investigation of the Unfair Labor Practice charges.
2. I make the following declaration based on my personal knowledge and review of Morgan, Lewis, and Bockius's records.
3. I am licensed to practice law in Texas (Bar No. 24101176), and I am admitted in the Southern District of Texas (Fed. Bar No. 3158244).
4. At all times relevant to my representation of SpaceX, I have been based in Morgan, Lewis, and Bockius's Houston, Texas office.
5. I am among the attorneys for SpaceX listed on page 12 of the NLRB's administrative complaint as receiving notice. I understand that document has previously been submitted as an exhibit in this matter.
6. SpaceX received a demand letter from Anne Shaver, counsel for some of the Charging Parties in the NLRB proceeding, dated August 15, 2022.
7. SpaceX engaged Morgan, Lewis, & Bockius to investigate the matter in August 2022.
8. I have been personally involved in the investigation on SpaceX's behalf since August 2022.
9. I am also personally involved in the preparations for SpaceX's defense in the NLRB administrative hearing currently scheduled for March 5, 2024.

10. Based on my review of the billing records, to date Morgan, Lewis, & Bockius has dedicated more than 1,600 hours to SpaceX's defense in the NLRB unfair labor practices investigation and preparations for the administrative hearing.

11. I personally have dedicated more than 400 hours to SpaceX's defense in the NLRB investigation and hearing preparations.

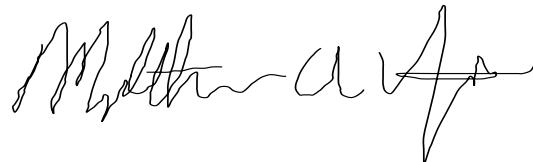
12. During the course of my representation of SpaceX in the NLRB matter, I have observed SpaceX personnel across many facilities, including Starbase in Boca Chica, Texas, and SpaceX's other Texas facilities, and have observed these personnel taking time away from their normal job responsibilities to assist in preparing the company's defense.

13. For example, I have observed that these SpaceX personnel have spent numerous hours responding to the NLRB's Requests for Evidence.

14. Morgan, Lewis, & Bockius's preparation of SpaceX's defense for the March 5, 2024 NLRB hearing is currently making demands of, and will continue to make demands of, SpaceX personnel across many facilities, including Starbase and the other Texas facilities, to take time away from their normal job responsibilities.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on February 1, 2024, in Houston, Texas.



Matthew A. Harper